

ARIES FINANCIAL SERVICES INC
Form SC 13G/A
May 27, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

AMENDMENT NO.1

GENTA INCORPORATED

Common Stock, par value \$.001 per share
(Title of Class of Securities)

372 45 M 20 7
(CUSIP Number)

May 24, 2004
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section
of the Act but shall be subject to all other provisions of the Act (however,
see the Notes).

Continued on following pages
Page 1 of 10 Pages

- 1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

PARAMOUNT BIOCAPITAL ASSET MANAGEMENT, INC.

- 2 Check the Appropriate Box If a Member of a Group *

- a.
b.

- 3 SEC Use Only

- 4 Citizenship or Place of Organization

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DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 3,183,517 (includes call options to purchase 3,000,000 shares)
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 3,183,517 (includes call options to purchase 3,000,000 shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
3,183,517 (includes call options to purchase 3,000,000 shares)

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares *

11 Percent of Class Represented By Amount in Row (9)
3.8%

12 Type of Reporting Person *

CO

* see instructions before filling out

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

ARIES MASTER FUND II, LTD.

2 Check the Appropriate Box If a Member of a Group *

a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

Number of Shares Beneficially Owned By Each Reporting Person	5	Sole Voting Power 0
	6	Shared Voting Power 1,717,081 (includes call options to purchase 1,560,000 shares)
	7	Sole Dispositive Power

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With 0

8 Shared Dispositive Power
1,717,081 (includes call options to purchase
1,560,000 shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,717,081 (includes call options to purchase 1,560,000 shares)

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares *

11 Percent of Class Represented By Amount in Row (9)

2.1%

12 Type of Reporting Person *

CO

* see instructions before filling out

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

ARIES DOMESTIC FUND, LP

2 Check the Appropriate Box If a Member of a Group *

a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

5 Sole Voting Power
Number of Shares 0

6 Shared Voting Power
Beneficially Owned By Each Reporting Person 1,226,436 (includes call options to purchase
1,200,000 shares)

7 Sole Dispositive Power
With 0

8 Shared Dispositive Power
1,226,436 (includes call options to
purchase 1,200,000 shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,226,436 (includes call options to purchase 1,200,000 shares)

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10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares *

11 Percent of Class Represented By Amount in Row (9)

1.5%

12 Type of Reporting Person *

CO

* see instructions before filling out

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

ARIES DOMESTIC FUND II, LP

2 Check the Appropriate Box If a Member of a Group *

b.

c.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 240,000 (includes call options to purchase 240,000 shares)
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 240,000 (includes call options to purchase 240,000 shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

240,000 (includes call options to purchase 240,000 shares)

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares *

11 Percent of Class Represented By Amount in Row (9)

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0.3%

12 Type of Reporting Person *

CO

* see instructions before filling out

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1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

LINDSAY A. ROSENWALD, M.D.

2 Check the Appropriate Box If a Member of a Group *

a.

b.

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 188,721
	6	Shared Voting Power 3,183,517 (includes call options to purchase 3,000,000 shares)
	7	Sole Dispositive Power 188,721
	8	Shared Dispositive Power 3,183,517 (includes call options to purchase 3,000,000 shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,372,238 (includes call options to purchase 3,000,000 shares)

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares *

11 Percent of Class Represented By Amount in Row (9)

4.1%

12 Type of Reporting Person *

IN

* see instructions before filling out

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ITEM 1(A) NAME OF ISSUER:

Genta Incorporated (the "Issuer").

ITEM 1(B) ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Two Connell Drive
Berkeley Heights, New Jersey 07922
PHONE: 908-286-9800

ITEM 2(A) NAME OF PERSON FILING:

This statement is filed on behalf of Dr. Lindsay A. Rosenwald, Paramount BioCapital Asset Management, Inc. ("PCAM"), Aries Domestic Fund, L.P. ("ADF1"), The Aries Master Fund II, Ltd., a Cayman Island exempted company ("AMF2"), and Aries Domestic Fund II, L.P. ("ADF2" and, collectively, the "Filing Persons"). The Filing Persons have made, and will continue to make, their own investment decisions

Dr. Rosenwald is an investment banker, venture capitalist, fund manager and sole stockholder and chairman of Paramount BioCapital. Paramount BioCapital is the managing member to each of Aries I and Aries II and the investment manager to Aries Select.

ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office of Paramount BioCapital, ADF1, ADF2 and Dr. Rosenwald is 787 Seventh Avenue, 48th Floor, New York, New York, 10019. The address of the principal business office of Aries Select is c/o Fortis Fund Services Cayman Limited, Grand Pavilion Commercial Center, 802 West Bay Road, Grand Cayman, Cayman Islands.

ITEM 2(C) CITIZENSHIP:

- 1) Paramount BioCapital is a Subchapter S corporation incorporated in Delaware;
- 2) AMF2 is a Cayman Islands exempted company;
- 3) ADF1 and ADF2 are Delaware limited liability companies;
- 4) Dr. Rosenwald is a citizen of the United States.

ITEM 2(D) TITLE OF CLASS OF SECURITIES:

Common Stock (the "Shares").

ITEM 2(E) CUSIP NUMBER:

372 45 M 20 7

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

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This Item 3 is not applicable.

ITEM 4. OWNERSHIP:

ITEM 4(A) AMOUNT BENEFICIALLY OWNED:

Each of the Reporting Persons may be deemed the beneficial owner of the following number of Shares:

(i) AMF2: 1,717,081 Shares (2.1%), which includes 1,560,000 call options;

(ii) ADF1: 1,226,436 Shares (1.5%), which includes 1,200,000 call options;

(iii) ADF2: 240,000 Shares (0.3%), which includes 240,000 call options;

(iv) PCAM: 3,183,517 Shares (3.8%), comprised of the Shares held by AMF2, Aries Domestic and Aries Domestic II, which includes 3,000,000 call options; and

(v) Dr. Rosenwald: 3,372,238 Shares 188,721 Shares issuable upon exercise of Common Stock purchase warrants held directly by Dr. Rosenwald and 3,183,517 Shares beneficially owned by PCAM, which includes 3,000,000 call options.

ITEM 4(B) PERCENT OF CLASS:

Please see Item 11 of each cover page.

ITEM 4(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- | | | |
|-------|---|--------------------------------------|
| (i) | Sole power to vote or direct the vote: | Please see Item 5 of each cover page |
| (ii) | Shared power to vote or to direct the vote | Please see Item 6 of each cover page |
| (iii) | Sole power to dispose or to direct the disposition of | Please see Item 7 of each cover page |
| (iv) | Shared power to dispose or to direct the disposition of | Please see Item 8 of each cover page |

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

As of May 24, 2004, the Filing Persons own in the aggregate less than 5% of the outstanding voting securities of the Issuer and therefore are no longer required to file reports disclosing their interests in the Issuer on a Schedule 13G.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

(i) Dr. Rosenwald, as the sole shareholder of Paramount BioCapital, has the right to participate in the receipt of dividends from, or proceeds from the sale of, Shares held by Paramount BioCapital in accordance with his ownership interests in Paramount BioCapital, respectively.

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(ii) The partners of ADF1 have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of ADF1, in accordance with their partnership interests in ADF1.

(iii) The partners of ADF2 have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of ADF2 in accordance with their partnership interests in ADF2.

(iv) The shareholders of AMF2 have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of AMF2 in accordance with their ownership interests in AMF2.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

This Item 7 is not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This Item 8 is not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

This Item 9 is not applicable.

ITEM 10. CERTIFICATION:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

LINDSAY A. ROSENWALD, M.D. PARAMOUNT BIOCAPITAL ASSET MANAGEMENT, INC.

By _____

By: _____

Name: Lindsay A. Rosenwald, M.D.
Title: Chairman

ARIES MASTER FUND II, LTD.

By: Paramount BioCapital Asset Management, Inc.
Its: Investment Manager

By:

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Name: Lindsay A. Rosenwald, M.D.
Title: Chairman

ARIES DOMESTIC FUND, LP

By: Paramount BioCapital Asset Management, Inc.
Its General Partner

By:

Name: Lindsay A. Rosenwald, M.D.
Title: Chairman

ARIES DOMESTIC FUND II, LP

By: Paramount BioCapital Asset Management, Inc.
Its Managing Manager

By:

Name: Lindsay A. Rosenwald, M.D.
Title: Chairman

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